

**UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO**

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In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	(Jointly Administered)
Debtors. <sup>1</sup>	

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**NOTICE OF AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR THE HEARING ON NOVEMBER 7–8, 2018 AT 9:30 A.M. AST<sup>3</sup>**

**Time and Date of Hearing:** **Wednesday, November 7, 2018,**  
from 9:30 a.m. to 12:00 p.m.,  
from 1:00 p.m. to 5:00 p.m.,  
and, if necessary,  
**Thursday, November 8, 2018,**  
from 9:30 a.m. to 12:00 p.m.,  
(Atlantic Standard Time)

**Location of Hearing:** Honorable Laura Taylor Swain, United States District Court Judge  
**Courtroom 3**  
United States District Court for the District of Puerto Rico  
**Clemente Ruiz Nazario United States Courthouse**  
**150 Carlos Chardón Avenue**  
San Juan, P.R. 00918-1767

**Video Teleconference:** The hearing will be broadcast by **video teleconference in Courtroom 17C<sup>4</sup>** of the United States District

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

<sup>2</sup> Items added or moved since the previous agenda have been marked with an asterisk ("\*").

<sup>3</sup> Attendees should note that daylight savings time ends on November 4, 2018. As such, the hearing will take place at 9:30 a.m. Atlantic Standard Time, which is 8:30 a.m. Eastern Standard Time, on November 7–8, 2018.

Court for the Southern District of New York, **Daniel Patrick Moynihan Courthouse, 500 Pearl Street, New York, NY 10007**

**Copies of Documents:** Copies of all documents filed in these title III cases are available free of charge (a) by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court's website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

## **I. STATUS REPORT**

### **1. Report from the Oversight Board**

Description: General status report from professionals for the Oversight Board, including evaluation of recent disclosures of McKinsey security holdings and anticipated timetable for proposal of additional plans of adjustment.

Estimated Time Required: 30 minutes.

## **II. FEE APPLICATIONS:**

### **1. Report from the Fee Examiner regarding First, Second, and Third Interim Applications for Compensation.**

Description: The Fee Examiner, Brady C. Williamson, will present his recommendations regarding the first, second, and third interim applications for allowance of compensation and reimbursement of expenses submitted by the following professionals:

	<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>
1.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2073	05/03/2017 <input type="checkbox"/> 09/30/2017
2.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2756 <input type="checkbox"/> 1	10/01/2017 <input type="checkbox"/> 1/31/2018
3.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2756 <input type="checkbox"/> 2	10/01/2017 <input type="checkbox"/> 1/31/2018
4.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2756 <input type="checkbox"/> 3	10/01/2017 <input type="checkbox"/> 1/31/2018
5.	Andrew Wolfe (Independent Contractor to FOMB)	2718	10/01/2017 <input type="checkbox"/> 1/31/2018
6.	Zolfo Cooper, LLC (Financial Advisor to the Official Committee of Unsecured Creditors)	2739	10/01/2017 <input type="checkbox"/> 1/31/2018

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<sup>4</sup> Attendees should check the notice board in the lobby of the New York courthouse on the morning of the hearing to confirm the courtroom location.

	<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>
7.	Andrew Wolfe (Independent Contractor to FOMB)	3521	2/01/2018 <input type="checkbox"/> 5/31/2018
8.	Pension Trustee Advisors, Inc. (Pension Consultant to FOMB)	3522	2/01/2018 <input type="checkbox"/> 5/31/2018
9.	Phoenix Management Services, LLC (Financial Advisor to the Mediation Team)	3523	2/05/2018 <input type="checkbox"/> 6/03/2018
10.	Luskin, Stern & Eisler LLP (Special Counsel to the FOMB)	3530	2/01/2018 <input type="checkbox"/> 5/31/2018
11.	Ernst & Young LLP (Financial Advisor to the FOMB)	3532	2/01/2018 <input type="checkbox"/> 4/30/2018
12.	Jenner & Block LLP (Counsel to the Official Committee of Retired Employees)	3535	2/01/2018 <input type="checkbox"/> 5/31/2018
13.	Marchand ICS Group (Information Agent to the Official Committee of Retired Employees)	3536	2/01/2018 <input type="checkbox"/> 5/31/2018
14.	Segal Consulting (Actuaries and Consultants to the Official Committee of Retired Employees)	3537	2/01/2018 <input type="checkbox"/> 5/31/2018
15.	FTI Consulting, Inc. (Financial Advisor to the Official Committee of Retired Employees)	3543	2/01/2018 <input type="checkbox"/> 5/31/2018
16.	Members of Retirees Committee	3547	2/01/2018 <input type="checkbox"/> 5/31/2018
17.	Greenberg Traurig LLP (Counsel for PREPA and AAFAF)	3556	2/01/2018 <input type="checkbox"/> 5/31/2018
18.	Rothschild Inc. (Financial Advisor and Investment Banker for AAFAF)	3561	4/01/2018 <input type="checkbox"/> 5/31/2018
19.	Casillas, Santiago & Torres LLC (Puerto Rico Counsel to Official Committee of Unsecured Creditors)	3562	2/01/2018 <input type="checkbox"/> 5/31/2018
20.	Kroma Advertising Inc. (Communications Advisor to Official Committee of Unsecured Creditors)	3566	2/15/2018 <input type="checkbox"/> 4/15/2018
21.	Drivetrain LLC and SEIU (Member of Official Committee of Unsecured Creditors)	3567	1/01/2018 <input type="checkbox"/> 5/31/2018
22.	McKinsey & Company, Inc. (Counsel to AAFAF – COFINA)	3580	2/01/2018 <input type="checkbox"/> 5/31/2018
23.	McKinsey & Company Inc. (Consulting Services Provider to Debtors – HTA)	467 (17□3567)	2/01/2018 <input type="checkbox"/> 5/31/2018
24.	McKinsey & Company Inc. (Consulting Services Provider to Debtors – PREPA)	919 (17□04780)	2/01/2018 <input type="checkbox"/> 5/31/2018
25.	Marini Pietrantonio Muniz, LLC (Puerto Rico Counsel to AAFAF – COFINA)	3583	3/01/2018 <input type="checkbox"/> 5/31/2018
26.	Marini Pietrantonio Muniz, LLC (Puerto Rico Counsel to AAFAF – ERS)	3584	3/01/2018 <input type="checkbox"/> 5/31/2018
27.	Marini Pietrantonio Muniz, LLC (Puerto Rico Counsel to AAFAF – HTA)	3586	3/01/2018 <input type="checkbox"/> 5/31/2018
28.	Marini Pietrantonio Muniz, LLC (Puerto Rico Counsel to AAFAF – Commonwealth)	3587	3/01/2018 <input type="checkbox"/> 5/31/2018

Presentation of recommendations regarding the second and third interim applications for allowance of compensation and reimbursement of expenses submitted by the following professionals has been adjourned until the December 19, 2018 omnibus hearing:

	<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>
1.	Proskauer Rose LLP (Bankruptcy Counsel to Debtors Commonwealth)	2868	10/01/2017 <input type="checkbox"/> 01/31/2018
2.	Proskauer Rose LLP (Bankruptcy Counsel to Debtors COFINA)	2870	10/01/2017 <input type="checkbox"/> 01/31/2018
3.	Proskauer Rose LLP (Bankruptcy Counsel to Debtors ERS)	2872	10/01/2017 <input type="checkbox"/> 01/31/2018
4.	Proskauer Rose LLP (Bankruptcy Counsel to Debtors PREPA)	2876	10/01/2017 <input type="checkbox"/> 01/31/2018
5.	Proskauer Rose LLP (Bankruptcy Counsel to Debtors HTA)	2874	10/01/2017 <input type="checkbox"/> 01/31/2018
6.	Ankura Consulting Group, LLC (Financial Advisors to the Puerto Rico Fiscal Agency and Financial Advisory Authority)	2751	10/01/2017 <input type="checkbox"/> 1/31/2018
7.	Ankura Consulting Group, LLC (Financial Advisors to PREPA)	2755	10/01/2017 <input type="checkbox"/> 1/31/2018
8.	Citigroup Global Markets Inc. (Investment Banker and Financial Advisor to FOMB)	2944	1/27/2017 <input type="checkbox"/> 1/31/2018
9.	Munger Tolles & Olson (Counsel for Oversight Board)	3519	8/1/2017 <input type="checkbox"/> 5/31/2018
10.	Filsinger Energy Partners (Chief Financial Advisor <input type="checkbox"/> PREPA)	3526	2/01/2018 <input type="checkbox"/> 05/31/2018
11.	Bennazar, Garcia & Milan (Puerto Rico Counsel for Retirees Committee)	3539	2/01/2018 <input type="checkbox"/> 5/31/2018
12.	Bettina M. Whyte (COFINA Agent)	3540	2/01/2018 <input type="checkbox"/> 5/31/2018
13.	Willkie Farr & Gallagher LLP (Counsel for COFINA Agent)	3541	2/01/2018 <input type="checkbox"/> 5/31/2018
14.	Klee, Tuchin, Bogdanoff & Stern LLP (Special Municipal Bankruptcy Counsel for COFINA Agent)	3542	2/01/2018 <input type="checkbox"/> 5/31/2018
15.	Nilda Navarro <input type="checkbox"/> Cabrer (Puerto Rico Counsel for COFINA Agent)	3545	2/01/2018 - 5/31/2018
16.	O'Neill & Borges LLC (Puerto Rico Counsel to Oversight Board)	3559	2/01/2018 <input type="checkbox"/> 5/31/2018
17.	Cancio, Nadal, Rivera & Diaz, PSC (Puerto Rico Counsel to PREPA)	3560	2/01/2018 <input type="checkbox"/> 5/31/2018
18.	Ankura Consulting Group LLC (Financial Advisors to Commonwealth)	3564	2/01/2018 <input type="checkbox"/> 5/31/2018
19.	Ankura Consulting Group LLC (Financial Advisors to PREPA)	918 (17-4780)	2/01/2018 <input type="checkbox"/> 5/31/2018
20.	Zolfo Cooper, LLC (Financial Advisors to PREPA)	3565	2/01/2018 <input type="checkbox"/> 5/31/2018

	<b>Applicant</b>	<b>Docket No.</b>	<b>Period</b>
21.	Paul Hastings LLP (Counsel to Official Committee of Unsecured Creditors)	3568	2/01/2018 <input type="checkbox"/> 5/31/2018
22.	DLA Piper (Counsel to AAFAF)	3569	2/01/2018 <input type="checkbox"/> 5/31/2018
23.	Proskauer Rose (Counsel for Debtors COFINA)	3571	2/01/2018 <input type="checkbox"/> 5/31/2018
24.	Proskauer Rose (Counsel for Debtors ERS)	3590	2/01/2018 <input type="checkbox"/> 5/31/2018
25.	Proskauer Rose (Counsel for Debtors HTA)	3576	2/01/2018 <input type="checkbox"/> 5/31/2018
26.	Proskauer Rose (Counsel for Debtors PREPA)	3582	2/01/2018 <input type="checkbox"/> 5/31/2018
27.	Proskauer Rose (Counsel for Debtors Commonwealth)	3588	2/01/2018 <input type="checkbox"/> 5/31/2018
28.	O'Melveny & Myers (Counsel to AAFAF – COFINA)	3575	2/01/2018 <input type="checkbox"/> 5/31/2018
29.	O'Melveny & Myers (Counsel to AAFAF – ERS)	3578	2/01/2018 <input type="checkbox"/> 5/31/2018
30.	O'Melveny & Myers (Counsel to AAFAF – HTA)	3579	2/01/2018 <input type="checkbox"/> 5/31/2018
31.	O'Melveny & Myers (Counsel to AAFAF – Commonwealth)	3581	2/01/2018 <input type="checkbox"/> 5/31/2018
32.	Deloitte Financial Advisory Services LLP (Debtor's Financial Advisor)	3831	2/01/2018 <input type="checkbox"/> 5/31/2018
33.	Citigroup Global Markets Inc. (Investment Banker and Financial Advisor to FOMB)	4020	2/01/2018 <input type="checkbox"/> 5/31/2018

Related Documents:

- A. Fee Examiner's Third Interim Report on Professional Fees and Expenses (February 1, 2018–May 31, 2018), Summary of Uncontested Fee Applications for the Third Interim and Prior Compensation Periods, Notice of Deferral of Specific Second and Third Interim Applications for Consideration at the December 19 Omnibus Hearing or at a Later Date, and Informative Motion Regarding Attendance and Participation at November 7, 2018 Hearing [**Case No. 17-3283, ECF No. 4126**]

Status: This matter is going forward.

Estimated Time Required: 20 minutes.

### **III. UNCONTESTED MATTER**

1. **Debtors' Motion to Establish Omnibus Claims Objection Procedures.** Motion for Entry of an Order (A) Approving Limited Omnibus Objection Procedures, (B) Waiving the

Requirement of Bankruptcy Rule 3007(e)(6), and (C) Granting Related Relief [**Case No. 17-3283, ECF No. 4052**]

Description: The Oversight Board, on behalf of the Commonwealth, COFINA, ERS, HTA, and PREPA, seeks entry of an order approving certain omnibus objection procedures.

Objection Deadline: October 23, 2018 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. None.

Reply, Joinder & Statement Deadlines: October 30, 2018 at 4:00 p.m. (Atlantic Standard Time) for all parties other than the Debtors or Statutory Committees and October 31, 2018 at 4:00 p.m. (Atlantic Standard Time) for Debtors and Statutory Committees.

Replies, Joinders & Statements:

A. None.

Related Documents:

A. Notice of Filing of Revised Proposed Order (A) Approving Limited Omnibus Objection Procedures, (B) Waiving the Requirement of Bankruptcy Rule 3007(e)(6), and (C) Granting Related Relief [**Case No. 17-3283, ECF No. 4122**]

B. Amended Notice of Filing of Revised Proposed Order (A) Approving Limited Omnibus Objection Procedures, (B) Waiving the Requirement of Bankruptcy Rule 3007(E)(6), and (C) Granting Related Relief [**Case No. 17-3283, ECF No. 4131**]

Status: This matter is going forward.

Estimated Time Required: 20 minutes.

#### **IV. CONTESTED MATTERS:**

1. **Pan American Grain Co., Inc.'s Motion for Relief from Stay.** Motion for Relief from Stay to Execute Set-Off [**Case No. 17-3283, ECF No. 4004**]

Description: Pan American Grain Co., Inc. seeks relief from the automatic stay to execute set-off.

Objection Deadline: October 17, 2018 at 4:00 p.m. (Atlantic Standard Time).

Responses:

A. Objection of U.S. Bank National Association, in its Capacity as PREPA Bond Trustee, to Pan American Grain Co., Inc.'s Motion for Relief from Stay to Execute Set-Off [**Case No. 17-3283, ECF No. 4053**]

- B. Puerto Rico Electric Power Authority's Objection to Pan American Grain Co., Inc.'s Motion for Relief from Stay to Execute Setoff [**Case No. 17-3283, ECF No. 4059**]

Reply, Joinder & Statement Deadlines: October 24, 2018 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

- A. Reply to Objections to Pan American Grain Co., Inc.'s Motion for Relief from Stay to Execute Set-Off Filed by PREPA Bond Trustee And PREPA [**Case No. 17-3283, ECF No. 4095**]

Related Documents:

- A. Order Scheduling Briefing of Motion of Pan American Grain Co., Inc. for Relief from Stay to Execute Set-Off [**Case No. 17-3283, ECF No. 4005**]
- B. Declaration of John T. Duffey in Support of Objection of U.S. Bank National Association, in its Capacity as PREPA Bond Trustee, to Pan American Grain Co., Inc.'s Motion for Relief from Stay to Execute Set-Off [**Case No. 17-3283, ECF No. 4055**]

Status: This matter is going forward.

Estimated Time Required: 30 minutes.

2. **Cooperativa de Ahorro y Crédito Vegabajeña's Motion for Relief from Stay.** Motion for Lift of Stay Seeking the Modification of the Automatic Stay to Enforce Liens on Employee Withholding Funds Currently Held by the Employee Retirement System of the Government of the Commonwealth of Puerto Rico [**Case No. 17-3283, ECF No. 4011**]

Description: Cooperativa de Ahorro y Crédito Vegabajeña seeks modification of the automatic stay to enforce liens on employee withholding funds currently held by the Employee Retirement System of the Government of the Commonwealth of Puerto Rico.

Objection Deadline: October 25, 2018 at 4:00 p.m. (Atlantic Standard Time).

Responses:

- A. Objection of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Motion for Lift of Stay Filed by the Cooperativa de Ahorro y Crédito Vegabajeña [**Case No. 17-3283, ECF No. 4098**]

Reply, Joinder & Statement Deadlines: November 1, 2018.

Replies, Joinders & Statements:

- A. Cooperativa de Ahorro y Crédito Vegabajeña's Reply to Objection of the Employee Retirement System of the Government of the Commonwealth of Puerto Rico to Motion for Lift of Stay [**Case No. 17-3283, ECF No. 4156**]



Related Documents:

- A. Order Scheduling Briefing of Motion for Relief from Automatic Stay of Cooperativa De Ahorro y Crédito Vegabajeña [Case No. 17-3283, ECF No. 4016]
- B. Urgent Consented Motion for Extension of Deadlines [Case No. 17-3283, ECF No. 4058]
- C. Order Extending Deadlines Regarding Motion of Cooperativa De Ahorro y Crédito Vegabajeña's Motion for Relief from the Automatic Stay [Case No. 17-3283, ECF No. 4061]

Status: This matter is going forward.

Estimated Time Required: 30 minutes.

**V. ADJOURNED MATTERS:**

1. **\*AMPR's Motion for Relief from Stay.** Motion for Relief from Automatic Stay [Case No. 17-3283, ECF No. 3914]

Description: Asociación de Maestros de Puerto Rico, and its Union, Asociación de Maestros de Puerto Rico-Local Sindical, both of which are affiliates of the American Federation of Teachers, seek relief from the automatic stay.

Objection Deadline: October 27, 2018 at 4:00 p.m. (Atlantic Standard Time).

Responses:

- A. Objection of the Commonwealth to Motion for Relief from Automatic Stay filed by Asociación de Maestros de Puerto Rico, and its Union, Asociación de Maestros de Puerto Rico-Local Sindical [Case No. 17-3283, ECF No. 4038]

Reply, Joinder & Statement Deadlines: October 19, 2018 at 4:00 p.m. (Atlantic Standard Time).

Replies, Joinders & Statements:

- A. Movants' Reply to Objection of the Commonwealth to Motion for Relief From Automatic Stay Filed by AMPR and AMPR-LS [Case No. 17-3283, ECF No. 4071]

Related Documents:

- A. Order Scheduling Briefing of Motion for Relief from Automatic Stay [Case No. 17-3283, ECF No. 3916]
- B. Urgent Joint Motion for Extension of Deadlines [Case No. 17-3283, ECF No. 3960]
- C. Order Extending Deadlines under Order Scheduling Briefing of Motion for Relief from Automatic Stay [Case No. 17-3283, ECF No. 3966]



D. Unopposed Motion of Commonwealth of Puerto Rico for Leave to File Sur-Reply to Movants' Reply to Objection of the Commonwealth to Motion for Relief from Automatic Stay Filed by AMPR and AMPR-LS [**Case No. 17-3283, ECF No. 4107**]

Status: \*This matter has been adjourned by agreement between the Movant and Respondent until the December 19, 2018 omnibus hearing.

Estimated Time Required: 30 minutes.

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Dated: November 6, 2018  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

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